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June 16, 2008

RECORDATION NO. 22635-5 FILED

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

Ms. Anne K. Quinlan, Esq., Acting Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JUN 16 08 -1 00 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Substitution of Equipment
(UPRR 1999 B-5)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Partial Release of Security Interest under Trust Indenture, Mortgage and Security Agreement dated June 16, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Trust Indenture, Mortgage and Security Agreement dated December 20, 1999 (UPRR 1999 B-5), a memorandum of which was recorded with the Surface Transportation Board on December 20, 1999 at 12:48 P.M. under Recordation Number 22635-B.

The name and address of the party executing the enclosed document is as follows:

Indenture Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC U1228-120
Salt Lake City Utah 84111
Attention: Corporate Trust Administration

The equipment covered on the date hereof by the enclosed document consists of:

7 GE AC4400CW Locomotives bearing the road numbers within the series UP 7224 through UP 7230, inclusive, replacing 7 SD9060MAC Locomotives bearing the road numbers within the series UP 8503 through UP 8511, all as more specifically indicated in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Partial Release of Security Interest under Trust Indenture, Mortgage and Security Agreement (UPRR 1999 B-5) by Wells Fargo Bank Northwest, National

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Association (successor-in-interest to First Security Bank, National Association),
as Indenture Trustee.


A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Patrick Vining

Enclosures

RECORDATION NO. 22635-9 FILED

JUN 16 '08 -1 00 PM

**PARTIAL RELEASE OF SECURITY INTEREST UNDER TRUST INDENTURE,
MORTGAGE AND SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

This PARTIAL RELEASE OF SECURITY INTEREST dated June 16, 2008 is made and entered into by the undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, successor-in-interest to First Security Bank, National Association (the "*Indenture Trustee*").

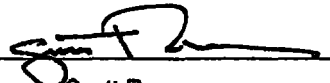
For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Indenture Trustee hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which has been deemed to have suffered an Event of Loss.

Such security interest was granted pursuant to that certain Trust Indenture, Mortgage and Security Agreement (UPRR 1999 B-5) dated December 20, 1999 (the "*Mortgage*"), by Union Pacific Railroad Company, as Borrower, in favor of the Indenture Trustee, as supplemented (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 12:48 P.M. under Recordation Number 22635-B and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 12:10 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Mortgage.

Partial Release of Security Interest under Trust Indenture,
Mortgage and Security Agreement
(UPRR 1999 B-5)

Dated this 12th day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank, National Association)
as Indenture Trustee

By: 
Name: Scott Rosevear
Title: Vice President

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

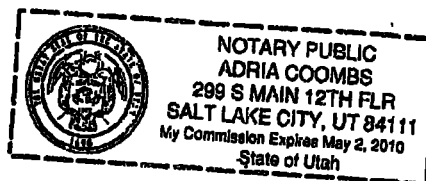
On this 12th day of June, 2008, before me personally appeared Scott Rosevear, to me personally known, who, being by me duly sworn, says that (s)he is Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Adria Coombs

Notary Public

[Notarial Seal]

My commission expires



SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9060MAC Locomotives	7	UP 8503 through UP 8505, inclusive UP 8507 UP 8509 through UP 8511, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/16/08



Robert W. Alvord